

Debtor Sundance Energy Inc. Case number (if known) \_\_\_\_\_  
Name

**Fill in this information to identify the case:**

Debtor Name Sundance Energy Inc.

United States Bankruptcy Court for the:

Southern District of Texas  
(State)

Case number (if known): \_\_\_\_\_ Chapter 11

☐ Check if this is an amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1.	<b>Debtor's name</b>	<u>Sundance Energy Inc.</u>				
2.	<b>All other names debtor used in the last 8 years</b> Include any assumed names, trade names, and <i>doing business as</i> names	<u>None.</u>				
3.	<b>Debtor's federal Employer Identification Number (EIN)</b>	<u>61-1949225</u>				
4.	<b>Debtor's address</b>	<b>Principal place of business</b>			<b>Mailing address, if different from principal place of business</b>	
		<u>1050 17th Street, Suite 700</u>				
		Number	Street		Number	Street
		<u>Denver</u>	<u>CO</u>	<u>80265</u>		
		City	State	ZIP Code	City	State ZIP Code
					<b>Location of principal assets, if different from principal place of business</b>	
		<u>Denver County</u>				
		County				
					Number Street	
					City State ZIP Code	
5.	<b>Debtor's website (URL)</b>	<u>https://sundanceenergy.net/</u>				
6.	<b>Type of debtor</b>	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____				

Debtor Sundance Energy Inc. Case number (if known) \_\_\_\_\_  
 Name

## 7. Describe debtor's business

## A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

## B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <https://www.uscourts.gov/four-digit-national-association-naics-codes>

2 1 1 1

## 8. Under which chapter of the Bankruptcy Code is the debtor filing?

## Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor Sundance Energy Inc. Case number (if known) \_\_\_\_\_  
 Name

9. **Were prior bankruptcy cases filed by or against the debtor within the last 8 years?** ☒ No  
☐ Yes District \_\_\_\_\_ When \_\_\_\_\_ Case Number \_\_\_\_\_  
 MM / DD / YYYY  
 If more than 2 cases, attach a separate list. District \_\_\_\_\_ When \_\_\_\_\_ Case Number \_\_\_\_\_  
 MM / DD / YYYY

10. **Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?** ☐ No  
☒ Yes Debtor See attached Schedule 1 Relationship See attached Schedule 1  
 District Southern District of Texas When Contemporaneously  
 List all cases. If more than 1, attach a separate list. MM / DD / YYYY  
 Case number, if known \_\_\_\_\_

11. **Why is the case filed in this district?** *Check all that apply:*  
☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.  
☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. **Does the debtor own or have possession of any real property or personal property that needs immediate attention?** ☒ No  
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.  
**Why does the property need immediate attention?** (*Check all that apply.*)  
☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
 What is the hazard? \_\_\_\_\_  
☐ It needs to be physically secured or protected from the weather.  
☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).  
☐ Other \_\_\_\_\_

**Where is the property?**

Number Street  
 \_\_\_\_\_  
 \_\_\_\_\_  
 City State ZIP Code

**Is the property insured?**

- ☐ No  
☐ Yes. Insurance agency \_\_\_\_\_  
 Contact name \_\_\_\_\_  
 Phone \_\_\_\_\_

Debtor Sundance Energy Inc. Case number (if known) \_\_\_\_\_  
 Name

### Statistical and administrative information

13. **Debtor's estimation of available funds** Check one:  
☒ Funds will be available for distribution to unsecured creditors.  
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.
- 
14. **Estimated number of creditors**  
 (on a consolidated basis)
- |                                  |   |  |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49    | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000           | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000          | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |   |  |
- 
15. **Estimated assets**  
 (on a consolidated basis)
- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million               | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million              | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million             | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |
- 
16. **Estimated liabilities**  
 (on a consolidated basis)
- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million               | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million              | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million             | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

### Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. **Declaration and signature of authorized representative of debtor**
- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03 / 09 / 2021

MM / DD / YYYY

**x** /s/ Eric McCrady Eric McCrady  
 Signature of authorized representative of debtor Printed name  
 Title President and Chief Executive Officer;  
Director

Debtor Sundance Energy Inc. Case number (if known) \_\_\_\_\_  
Name

18. **Signature of attorney**/s/ Timothy A. Davidson IIDate 03 / 09 / 2021

Signature of authorized representative of debtor

MM/ DD / YYYY

Timothy A. Davidson II

Printed name

Hunton Andrews Kurth LLP

Firm name

600 Travis Street, Suite 4200

Number Street

Houston

Texas

77002

City

State

ZIP Code

713-220-4200taddavidson@huntonak.com

Contact phone

Email address

24012503

Texas

Bar number

State

Fill in this information to identify the case:

Debtor Name Sundance Energy Inc.

United States Bankruptcy Court for the:

Southern District of Texas  
(State)

Case number (If known): Chapter 11

☐ Check if this is an  
amended filing

### Schedule 1

#### Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case, collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered under the number assigned to the chapter 11 case of Sundance Energy Inc.

Sundance Energy Inc.
Sundance Energy, Inc.
Armadillo E&P, Inc.
SEA Eagle Ford, LLC

Official Form 201A (12/15)

-----	X	
In re:	:	
	:	Chapter 11
SUNDANCE ENERGY INC.	:	
	:	Case No. _____ (____)
Debtor.	:	
	:	
-----	X	

**Attachment to Voluntary Petition for Non-Individuals Filing for  
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 0001326089.
2. The following financial data is the latest available information and refers to the debtor's condition on September 30, 2020.

a. Total assets	\$ <u>450,346,000</u>
b. Total debts (including debts listed in 2.c., below)	\$ <u>428,822,000</u>
c. Debt securities held by more than 500 holders	N/A

Approximate  
number of  
holders:

secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	<u>N/A</u>
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	<u>N/A</u>
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	<u>N/A</u>
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	<u>N/A</u>
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	<u>N/A</u>

d. Number of shares of preferred stock	<u>N/A</u>
--	------------

e. Number of shares common stock	6,875,672 as of <u>March 5, 2021</u>
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Comments, if any: N/A

3. Brief description of debtor's business: Independent energy exploration and production company headquartered in Denver, Colorado, focused on the acquisition and development of large, repeatable oil and natural gas resource plays in Texas' Eagle Ford.
4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: As of March 5, 2021, one registered holder, Cede & Co. (68.6%), holds more than 5% of the common stock.

**RESOLUTIONS ADOPTED BY  
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF  
SUNDANCE ENERGY INC.**

**February 26, 2021**

On this 26<sup>th</sup> day of February, 2021, the undersigned, being all of the members of the board of directors (the “**Board of Directors**”) of Sundance Energy Inc., a Delaware corporation (the “**Company**” and, collectively with Sundance Energy, Inc., SEA Eagle Ford, LLC and Armadillo E&P, Inc., the “**Companies**”), hereby consent in writing, pursuant to the provisions of applicable law, based on the advice of the Company’s professionals and advisors, and after thorough discussions, to taking the following actions and adopting the following resolutions:

**Approval of Bankruptcy Filing**

**WHEREAS**, the Board of Directors has reviewed and considered the materials presented by the management and financial and legal advisors of the Company regarding the potential present and future liabilities of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company’s business;

**WHEREAS**, the Board of Directors has consulted with the management and financial and legal advisors of the Company and has considered fully each of the strategic alternatives available to the Company; and

**WHEREAS**, the Board of Directors has determined that it is desirable and in the best interests of the Company, its creditors, its stockholders and other interested parties that the Company seek relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors hereby approves the commencement of a case under chapter 11 of the Bankruptcy Code by the Company (the “**Chapter 11 Case**”); and it is further

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person (as defined below) shall be, and hereby is, authorized and directed on behalf of the Company, to commence the Chapter 11 Case by executing, verifying and delivering a voluntary petition in the name of the Company under chapter 11 of the Bankruptcy Code and causing the same to be filed with the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”) in such form and at such time as the Authorized Person executing said petition shall determine; and it is further

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and directed on behalf of the Company, to seek to have the Chapter 11 Case jointly administered by the Bankruptcy Court with the separate cases commenced by the other Companies under chapter 11 of the Bankruptcy Code (the respective Chapter 11 Case together with such other separate cases, the “**Chapter 11 Cases**”); and it is further



**RESOLVED**, that the Company is hereby authorized to: (i) enter into a Junior Secured Debtor-In-Possession Credit Agreement to be dated on or about the date hereof (the “**DIP Credit Agreement**”), among Sundance Energy, Inc., as borrower; the Company, SEA Eagle Ford, LLC and Armadillo E&P, Inc., as guarantors; each of the lenders from time to time party thereto; and Morgan Stanley Capital Administrators Inc., as administrative agent, on such terms substantially consistent with those presented to the Board of Directors on or prior to the date hereof, (ii) enter into new Swap Agreements (as defined in the DIP Credit Agreement) or continue or amend existing Swap Agreements, in each case, as contemplated by, and permitted under, the DIP Credit Agreement, (iii) pay related fees and grant security interests (including junior lien security interests) in and liens upon some, all or substantially all of the Company’s assets, in such case, as may be deemed necessary or desirable by any Authorized Person in connection with the DIP Credit Agreement and (iv) guarantee any and all obligations with respect to the DIP Credit Agreement; and it is further

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, on behalf of and in the name of the Company, to take all actions necessary or appropriate for the Company to obtain post-petition financing according to the terms negotiated by such Authorized Person, including under the DIP Credit Agreement, and to effectuate the foregoing, to enter into the DIP Credit Agreement and such other loan agreements, documents, notes, guaranties, security agreements, pledge agreements, Swap Agreements and all other documents, agreements or instruments (together with the DIP Credit Agreement, collectively, the “**Credit Documents**”) as may be deemed necessary or appropriate by the Authorized Person; and it is further

**RESOLVED**, that the Credit Documents containing such provisions, terms, conditions, covenants, representations and warranties as may be deemed necessary or desirable by any Authorized Person are hereby approved; and it is further

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, on behalf of and in the name of the Company, to the extent applicable, to obtain the use of cash collateral, in such amounts and on such terms as may be agreed by any Authorized Person, including the grant of replacement liens or other adequate protection, as is reasonably necessary for the continuing conduct of the affairs of the Company; and it is further

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, on behalf of and in the name of the Company, to enter into such forbearance agreements, waivers, amendments or modifications, or other supplements relating to the Company’s existing indebtedness as may be deemed necessary or appropriate by such Authorized Person; and it is further

**RESOLVED**, that the Company is authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, on behalf of and in the name of the Company, to the extent applicable, to enter into, modify, amend, and/or seek authority from the Bankruptcy Court to enter into, modify, amend, and/or assume the Restructuring Support Agreement, by and among the Companies and certain of their creditors, substantially in the form presented to the Board of Directors on February 25, 2021, or similar agreements in connection with the Chapter 11 Cases

and to enter into, and/or seek approval of, any agreements, documents or instruments related thereto; and it is further

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary or appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all Credit Documents, and to take any and all actions that the Authorized Person deems necessary or appropriate, each in connection with the Chapter 11 Cases, any post-petition financing or any cash collateral usage contemplated hereby or thereby; and it is further

**RESOLVED**, that the Company, as a debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and hereby is, authorized to: (a) execute and deliver a chapter 11 plan having terms substantially consistent with those presented to the Board of Directors on or prior to the date hereof and as may be further approved, modified or amended by any Authorized Person, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Company (the “**Plan**”), an associated disclosure statement (the “**Disclosure Statement**”), and any associated documents, and consummate, and perform under, the transactions contemplated therein as may be further approved, modified or amended by any Authorized Person, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Company (the “**Restructuring Transactions**”); and (b) pay related fees and expenses as may be deemed necessary or desirable by any Authorized Person in connection with the Plan or Disclosure Statement and the Restructuring Transactions; and it is further

**RESOLVED**, that: (a) any Authorized Person shall be, and hereby is, authorized and directed in the name of, and on behalf of the Company, as a debtor and debtor in possession under chapter 11 of the Bankruptcy Code, to take such actions and execute, acknowledge, deliver and verify the Plan and Disclosure Statement, and such agreements, certificates, notices and any and all other documents as any Authorized Person may deem necessary or appropriate in connection with the Plan, the Disclosure Statement and any other related documents including any engagement letters, commitment letters, fee letters, credit documents or other documents in connections with the incurrence of indebtedness contemplated thereby (the “**Restructuring Documents**”) and the Restructuring Transactions; (b) the Restructuring Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or desirable by any Authorized Person are hereby approved; (c) any Authorized Person shall be, and hereby is, authorized and directed in the name of, and on behalf of the Company, as a debtor and debtor in possession, to authorize counsel to draft, file and seek approval of the Restructuring Documents, including approval of the Disclosure Statement and confirmation of the Plan; and (d) the actions of any Authorized Person taken pursuant to this resolution, including the execution, acknowledgement, delivery and verification of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Authorized Person’s approval thereof and the necessity or desirability thereof; and it is further

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, on behalf of and in the name of the Company, to employ and retain the law firms of Latham & Watkins LLP and Hunton Andrews Kurth LLP to act as attorneys for the Company, FTI Consulting, Inc. to act as financial advisor for the Company, Miller Buckfire & Co., LLC and its affiliate Stifel, Nicolaus & Co., Inc. to act as investment banker for the Company and Prime Clerk LLC to act as claims, noticing and solicitation agent for the Company, in each case in connection with the Chapter 11 Cases; and it is further

**RESOLVED**, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, on behalf of and in the name of the Company, to employ and retain such further legal, restructuring, financial, accounting and bankruptcy services firms (together with the foregoing identified firms, the “**Professionals**”) as may be deemed necessary or appropriate by the Authorized Person to assist the Company in carrying out its responsibilities in the Chapter 11 Cases and achieving a successful reorganization; and it is further

### **General**

**RESOLVED**, that each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, in the name and on behalf of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered, and to amend, supplement or otherwise modify from time to time, all such further agreements, documents, certificates, statements, notices, undertakings and other writings, and to incur and to pay or direct payment of all such fees and expenses, as in the judgment of the Authorized Person shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

**RESOLVED**, that all acts lawfully done or actions lawfully taken by any officer of the Company or any of the Professionals in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

**RESOLVED**, that any and all actions, whether previously or subsequently taken by any Authorized Person or any other person authorized to act by an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and it is further

**RESOLVED**, that for the purposes of these resolutions, the term “**Authorized Person**” shall mean and include Eric P. McCrady, Cathy L. Anderson and Christopher I. Humber; and it is further

**RESOLVED**, that to the extent of any inconsistency between the terms of these Resolutions Adopted by Unanimous Written Consent and the by-laws of the Company (the “**By-Laws**”), the terms of these Resolutions Adopted by Unanimous Written Consent shall control and the By-Laws shall be amended hereby; and it is further

**RESOLVED**, that these Resolutions Adopted by Unanimous Written Consent shall be governed by the laws of the State of Delaware (without regard to conflict of laws principles).

February 26, 2021 Unanimous Written Consent - Written Consent

**IN WITNESS WHEREOF**, the undersigned, constituting all of the members of the Board of Directors of the Company, have executed these Resolutions Adopted by Unanimous Written Consent as of the date first set forth above.



Stephen J. McDaniel February 26, 2021 5:09 PM



Judith D. Baile February 26, 2021 2:23 PM



Damien A. Hannes February 27, 2021 10:39 AM



H. Weldon Holcombe February 26, 2021 9:15 PM



Eric P. McCrady February 28, 2021 8:06 AM



Neville W. Martin February 27, 2021 12:22 AM



Thomas L. Mitchell February 28, 2021 11:29 PM

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

-----	X	
In re:	:	Chapter 11
	:	
SUNDANCE ENERGY INC., <i>et al.</i> , <sup>1</sup>	:	Case No. _____ (____)
	:	
Debtors.	:	(Joint Administration Requested)
	:	
-----	X	

**CONSOLIDATED LIST OF CREDITORS HOLDING THE  
THIRTY LARGEST UNSECURED CLAIMS**

Sundance Energy Inc. and the entities listed in Schedule 1 to this petition (together, the “**Debtors**”) each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting, among other things, authority to file a consolidated list of creditors holding the thirty largest unsecured claims (the “**Largest Unsecured Creditors List**”).

The Largest Unsecured Creditors List is based on the Debtors’ books and records as of March 8, 2021, and was prepared in accordance with rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Largest Unsecured Creditors List does not include persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31).

The information contained in the Largest Unsecured Creditors List shall not constitute an admission by, nor shall it be binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of such claim.

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Sundance Energy Inc. (9225), Sundance Energy, Inc. (3113), Armadillo E&P, Inc. (2735), and SEA Eagle Ford, LLC (8743). The Debtors’ address is 1050 17th Street, Suite 700, Denver, CO 80265.

Fill in this information to identify the case:

Debtor Name Sundance Energy Inc.

United States Bankruptcy Court for the:

Southern District of Texas  
(State)

Case number (If known): Chapter 11

☐ Check if this is an amended filingOfficial Form 204**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	<b>STEP ENERGY SERVICES LTD</b> BOW VALLEY SQUARE II 1200, 205 - 5TH AVE SW CALGARY, AB T2P 2V7	OLEN PONDER 210-355-7573 OLEN.PONDER@STEP-ES.COM	Trade Claim				\$2,096,171.62
2	<b>PPP CARES ACT LOAN - U.S. SMALL BUSINESS ADMINISTRATION</b> 409 3RD ST, SW WASHINGTON, DC 20416	800-827-5722 ANSWERDESK@SBA.GOV	Debt				\$1,912,000.00
3	<b>REFINERY SPECIALTIES INC</b> PO BOX 577 HEMPSTEAD, TX 77445	LAURA TRAMMELL 979-826-4961 LAURA.TRAMMELL@RSIC HEM.COM	Trade Claim				\$629,087.19

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
4 <b>ARCHROCK PARTNERS LP</b> PO BOX 201160 DALLAS, TX 75320-1160	MIKE EDISON 281-836-8046 EDISON, MIKE MIKE.EDISON@ARCHROCK.COM	Trade Claim				\$285,798.10
5 <b>CHESAPEAKE ENERGY CORPORATION</b> PO BOX 207295 DALLAS, TX 75320-7295	STEVE ARMSTRONG 918-804-7676 STEVE.ARMSTRONG@CHESK.COM	Trade Claim				\$280,237.75
6 <b>TEXAS FUELING SERVICES</b> 2500 WEST, LOOP SOUTH SUITE 518 HOUSTON, TX 77027	DANNY SHEENA 713-224-6508 DANNY@TEXASFUELING.COM	Trade Claim				\$279,814.71
7 <b>SOUTH TEXAS OILFIELD SOLUTIONS LLC</b> DRAWER 2295 PO BOX 5935 TROY, MI 48007-5935	TARA BLACKWELL 361-396-1777 X101 TBLACKWELL@STXOFS.COM	Trade Claim				\$271,356.95
8 <b>KEY ENERGY SERVICES</b> PO BOX 4649 HOUSTON, TX 77210-4649	VICKIE ELKINGTON 214-546-2086 VELKINGTON@KEYENERGY.COM	Trade Claim				\$269,310.21
9 <b>GULF COAST</b> PO BOX 732951 DALLAS, TX 75373-2951	GULF COAST BUSINESS CREDIT 866-577-8867 GCBCINFO@GULFBANK.COM	Trade Claim				\$259,531.69
10 <b>KODIAK GAS SERVICES LLC</b> PO BOX 732235 DALLAS, TX 75373-2235	CHRISTOPHER MAGNOLI 936-539-3300 CHRIS.MAGNOLI@KODIAKGAS.COM	Trade Claim				\$256,230.52



Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
11 <b>ATCHAFALAYA MEASUREMENT, INC.</b> PO BOX 677208 DALLAS, TX 75267-7208	MELONEY MCNEILL 337-237-7675 MELONEY@AMI.EMAIL	Trade Claim				\$239,777.21
12 <b>ANDERSON PERFORATING SERVICES</b> PO BOX 2037 ALBANY, TX 76430	TANYA BRANDON 325-762-2200 TBRANDON@THEWIRELI NEGROUP.COM	Trade Claim				\$238,000.00
13 <b>DON-NAN PUMP &amp; SUPPLY CO, INC</b> PO BOX 11367 MIDLAND, TX 79702	DEBBIE LEVARIO 432-682-7742 DLEVARIO@DON- NAN.NET	Trade Claim				\$162,697.24
14 <b>COMPLETION EQUIPMENT RENTAL</b> 4085 CIBOLO CANYONS STE #101 SAN ANTONIO, TX 78261	PETER PFISTER 210-462-7132 AR@COMPLETIONRENTA L.COM	Trade Claim				\$154,366.00
15 <b>WOOD GROUP PSN, INC.</b> PO BOX 301415 DALLAS, TX 75303-1415	CATHY PRINCE 361-739-5352 CATHY.PRINCE@WOODPL C.COM	Trade Claim				\$133,963.34
16 <b>TRIO EQUIP. RENTALS &amp; SERVICES, L.L.C.</b> PO BOX 2208 ALICE, TX 78333-2208	VINCE HAIGOOD 361-227-5123 VINCEHAIGOOD@YAHOO. COM	Trade Claim				\$129,210.00
17 <b>PELOTON COMPUTER ENTERPRISES INC.</b> 23501 CINCO RANCH BLVD SUITE C220 KATY, TX 77494	DEVIN IVERSON 303-358-9188 DEVIN.IVERSON@PELOTO N.COM	Trade Claim				\$129,200.00



Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18 <b>POLK PRODUCTION TECHNOLOGIES INC.</b> PO BOX 260778 CORPUS CHRISTI, TX 78426-0778	CHELSEA POLK 361-215-2120 CPOLK@POLKPRODUCTIO N.COM	Trade Claim				\$126,629.00
19 <b>ROD AND TUBING SERVICES, LLC</b> PO BOX 4824 BRYAN, TX 77805	DANIEL WILLIAMS 979-775-5000 DWILLIAMS@RODSERVIC ES.COM	Trade Claim				\$116,647.68
20 <b>OSC ENERGY LLC</b> PO BOX 6012 CORPUS CHRISTI, TX 78466	ELLIE CAVAZOS 830-579-4487 AR@OSCENERGY.COM	Trade Claim				\$109,778.09
21 <b>CRESCENT CONSULTING LLC</b> 13212 N MACARTHUR BLVD OKLAHOMA CITY, OK 73142	BROCK KNAPP 405-312-2618 BKNAPP@CRESCENTCON SULTING.NET	Trade Claim				\$108,037.98
22 <b>GREEN PRODUCTION SERVICES, LLC</b> P.O. BOX 782309 SAN ANTONIO, TX 78278	SARAH LANDRY 337-349-1983 SLANDRY@GPSTX.NET	Trade Claim				\$102,495.08
23 <b>REVO TESTING TECHNOLOGIES LLC</b> 650 N SAM HOUSTON PKWY E SUITE 313 HOUSTON, TX 77060	KELLY CIPRICK 832-209-9986 KCIPRICK@REVOTEST.CO M	Trade Claim				\$95,728.01
24 <b>WIL-CALL SERVICES LTD.</b> PO BOX 473 BUFFALO, TX 75831	CHARLOTTE COOPER 903-322-2911 CCOOPER@JKWILSON.CO M	Trade Claim				\$92,700.89
25 <b>QEP RESOURCES INC</b> 1050 17TH STREET SUITE 800 DENVER, CO 80265	CHRIS WOOSLEY 303-573-3448 CHRIS.WOOSLEY@QEPRE S.COM	Trade Claim				\$83,347.34

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
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26 <b>FIELD PETROLEUM</b> 8833 TRADEWAY STREET SAN ANTONIO, TX 78217	REEVES HOLLIMON 210-829-8822	Trade Claim				\$82,304.20
27 <b>P2ES HOLDINGS, LLC</b> 1670 BROADWAY, SUITE 2800 DENVER, CO 80202	MINDY SISKEY 713-775-2516 MSISKEY@P2ENERGYSOL UTIONS.COM	Trade Claim				\$80,976.50
28 <b>RED-D-ARC INC.</b> PO BOX 532618 ATLANTA, GA 30353	CANDICE TIPTON 940-627-0051 EX 108 CANDICE.TIPTON@AIRGA S.COM	Trade Claim				\$77,652.50
29 <b>FLOWCO PRODUCTION SOLUTIONS, LLC</b> PO BOX 660919 DALLAS, TX 75266	ROBERT THILSTED 713-444-3216 ROBERT.THILSTED@FLO WCOSOLUTIONS.COM	Trade Claim				\$77,521.00
30 <b>ALAMO OILFIELD SERVICES LLC</b> 1045 CENTRAL PKWY N. SAN ANTONIO, TX 78232	LAUREN WELLS 210-402-6100 EXT 101 LAUREN@ALAMOOILFIEL D.COM	Trade Claim				\$75,588.75

Fill in this information to identify the case:

Debtor Name Sundance Energy Inc.

United States Bankruptcy Court for the:

Southern District of Texas  
(State)

Case number (If known): \_\_\_\_\_ Chapter 11

## Official Form 202

# Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule \_\_\_\_\_*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☐ *Other document that requires a declaration \_\_\_\_\_*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03 / 09 / 2021  
MM / DD / YYYY

\* /s/ Eric McCrady  
Signature of individual signing on behalf of debtor

Eric McCrady  
Printed name

President and Chief Executive Officer; Director  
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	X	
	:	Chapter 11
	:	
SUNDANCE ENERGY INC.	:	Case No. _____ (____)
	:	
Debtor.	:	
	:	
	:	
	X	

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests:

Shareholder	Approximate Percentage of Common Stock Held
Cede & Co.	68.6%

**LIST OF EQUITY SECURITY HOLDERS**

The following is a list of the debtor's equity security holders. This list has been prepared in accordance with Fed. R. Bankr. P. 1007(a)(3) for filing in this chapter 11 case.<sup>1</sup>

Shareholder	Address	Approximate Percentage of Common Stock Held
Cede & Co.	55 Water Street, Suite Conc4, New York, NY 10041	68.6%
State Street Bank and Trust Co.	1776 Heritage Drive, Quincy, MA 02171	4.4%

<sup>1</sup> Sundance Energy Inc. does not and cannot know the precise holdings or identity of the beneficial holders of its publicly traded common stock. Therefore, Sundance Energy Inc. is listing the registered holders of common stock that hold more than 1% of its publicly traded common stock.

Fill in this information to identify the case:

Debtor Name Sundance Energy Inc.

United States Bankruptcy Court for the:

Southern District of Texas  
(State)

Case number (If known): \_\_\_\_\_ Chapter 11

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12/15

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I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

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- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule \_\_\_\_\_*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ *Other document that requires a declaration Corporate Ownership Statement and List of Equity Security Holders*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03 / 09 / 2021  
MM / DD / YYYY

\* /s/ Eric McCrady  
Signature of individual signing on behalf of debtor

Eric McCrady  
Printed name

President and Chief Executive Officer; Director  
Position or relationship to debtor